

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Joint Administration Requested)

Docket Ref. Nos. 14 & 21

NOTICE OF FILING OF REVISED DIP TERM SHEET

PLEASE TAKE NOTICE that, on December 2, 2022, the above-captioned debtors and debtors in possession (together, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Determining That the Prepetition Secured Lender Is Adequately Protected; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 14] (the “DIP Motion”).² Attached to the DIP Motion as Exhibit A was a proposed form of interim order (the “Proposed Interim Order”), and attached thereto as Exhibit 2 was the DIP Term Sheet.

PLEASE TAKE FURTHER NOTICE that, subsequent to filing the DIP Motion, the Debtors, DIP Lender, and Prepetition Secured Lender negotiated the consensual use of cash collateral, and the parties made changes to the Proposed Interim Order to reflect their agreement as memorialized in the revised form of order submitted under that certain *Notice of Filing of Revised Proposed Debtor in Possession Documents* [Docket No. 21] (the “Revised Proposed Interim Order”). In addition to the changes to the Proposed Interim Order, changes were also made to the term sheet attached thereto, as reflected in the revised DIP Term Sheet (the “Revised DIP Term Sheet”) attached hereto as Exhibit 1. For the convenience of the Court and other interested parties, attached hereto as Exhibit 2 is a blackline showing the changes made from the DIP Term Sheet to the Revised DIP Term Sheet.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to seek entry of the Revised Proposed Interim Order, including the Revised DIP Term Sheet, at the hearing (the “First Day Hearing”) scheduled before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, on **December 6, 2022 at 3:00 p.m. prevailing Eastern Time**. The Debtors reserve all rights to further revise or modify the Revised Proposed Interim Order, and the exhibits attached thereto, at or prior to the First Day Hearing.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not defined herein have the meanings given to them in the DIP Motion.

Dated: December 6, 2022
Wilmington, Delaware

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